

Fourth, Plaintiffs fail to plead the essential elements of their negligent and fraudulent misrepresentation claims, and likewise fail to plead those claims with particularity as required by Federal Rule of Civil Procedure 9(b).

Fifth, to the extent Plaintiffs' tort claims are based on a violation of federal laws and regulations, those claims are barred as a matter of law.

Sixth, Plaintiffs fail to allege the existence of a fiduciary relationship between the parties, and therefore Plaintiffs' breach of fiduciary duty claim fails as a matter of law.

Therefore, Blackbaud respectfully requests the Court to dismiss Plaintiffs' Complaint in its entirety and to grant all other appropriate relief.

Respectfully submitted,

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